

LPL Investment Holdings Inc.  
 Form 3  
 April 24, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Â Hellman & Friedman LLC  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 04/24/2009

3. Issuer Name and Ticker or Trading Symbol  
 LPL Investment Holdings Inc. [NONE]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

ONE MARITIME PLAZA,  
 12TH FLOOR

(Street)

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

SAN FRANCISCO,Â CAÂ 94111  
 (City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	30,077,594.7	I	See Notes <u>(1)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.001 per share	4,115,485.3	I	See Notes <u>(2)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.001 per share	17,105.1	I	See Notes <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
---	---	--	---------------	--------------	--

Edgar Filing: LPL Investment Holdings Inc. - Form 3

Date Exercisable	Expiration Date	Title	Derivative Security (Instr. 4) Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
------------------	-----------------	-------	--	--	---	------------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellman & Friedman LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^
Hellman & Friedman Investors V, LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^
HELLMAN & FRIEDMAN CAPITAL V LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^
Hellman & Friedman Capital Partners V (Parallel), L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^
Hellman & Friedman Capital Associates V, LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	^

## Signatures

/s/ Georgia Lee, as Managing Director of Hellman & Friedman LLC	04/24/2009
Signature of Reporting Person	Date
/s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Investors V, LLC	04/24/2009
Signature of Reporting Person	Date
/s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Investors V, LLC, as General Partner of Hellman & Friedman Capital Partners V, L.P.	04/24/2009
Signature of Reporting Person	Date
/s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Investors V, LLC, as General Partner of Hellman & Friedman Capital Partners V (Parallel), L.P.	04/24/2009
Signature of Reporting Person	Date
/s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Capital Associates V, LLC	04/24/2009
Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of common stock reported are owned of record by Hellman & Friedman Capital Partners V, L.P.
- (2) The shares of common stock reported are owned of record by Hellman & Friedman Capital Partners V (Parallel), L.P.
- (3) The shares of common stock reported are owned of record by Hellman & Friedman Capital Associates V, LLC.

Common stock reported is beneficially owned through Hellman & Friedman Capital Partners V, L.P., Hellman & Friedman Capital Partners V (Parallel), L.P. and Hellman & Friedman Capital Associates V, LLC (collectively, the "H&F Entities"). Hellman & Friedman

- (4) Investors V, LLC ("H&F GP") is the sole general partner of each of Hellman & Friedman Capital Partners V, L.P. and Hellman & Friedman Capital Partners V (Parallel), L.P. Hellman & Friedman LLC ("H&F LLC") is the sole managing member of each of H&F GP and Hellman & Friedman Capital Associates V, LLC.

The investment committee of H&F LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of the securities that are held by the H&F Entities. The members of the investment committee of H&F LLC are F. Warren Hellman, Brian M.

- (5) Powers, Philip U. Hammarskjold, Patrick J. Healy and Thomas F. Steyer; provided, however, that Mr. Steyer has no authority or voting rights with respect to investment committee decisions relating to the common stock reported. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported securities held by the H&F Entities, except to the extent of their respective pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.